

# Exhibit B

## CERTIFICATION PURSUANT TO FEDERAL SECURITIES LAWS

DONALD T. OGLE JR. ("Plaintiff"), certifies as follows:

1. Plaintiff has reviewed the Complaint and retains Shepherd, Finkelman, Miller & Shah, L.L.C ("SFMS") to institute and/or pursue such action on a contingent fee basis pursuant to the terms of the accompanying Retainer Agreement.

2. Plaintiff did not purchase the securities that are the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.

3. Plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary. Plaintiff represents that he/she/it fully understands this Certification and the accompanying Retainer Agreement and is duly authorized to execute this Certification.

4. All of Plaintiff's transaction(s) in the Xybernaut Corp. ("XYBR") debt or equity securities that are the subject of this action during the Class Period (between May 10, 2002 and April 8, 2005 inclusive) is/are listed below:

No. of Shares	Buy/Sell	Date	Price Per Share
17500	Buy	1/9/04	1.93
50000	Buy	1/21/04	1.97
50000	Buy	6/17/04	1.63

(If you require additional space, please write "See Attached" above and attach separate sheet(s) providing the requested information.)

5. During the three years prior to the date of this Certification, Plaintiff has never served, nor sought to serve, as a representative party in a federal securities class action except as listed below:

(Please identify above any class action in which you have served or sought to serve as a representative party.)

6. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13<sup>th</sup> day of June, 2005, at Murica Hill NJ (city, state).

DONALD T. OGLE JR.  
 Print Name: Donald T. Ogle  
 Signature: Donald T. Ogle

## CERTIFICATION PURSUANT TO FEDERAL SECURITIES LAWS

Wei Wang ("Plaintiff"), certifies as follows:

1. Plaintiff has reviewed the Complaint and retains Shepherd, Finkelman, Miller & Shah, LLC ("SFMS") to institute and/or pursue such action on a contingent fee basis pursuant to the terms of the accompanying Retainer Agreement.
2. Plaintiff did not purchase the securities that are the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
3. Plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary. Plaintiff represents that he/she/it fully understands this Certification and the accompanying Retainer Agreement and is duly authorized to execute this Certification.
4. All of Plaintiff's transaction(s) in the Xybernaut Corp. ("XYBR") debt or equity securities that are the subject of this action during the Class Period (between March 27, 2003 and April 8, 2005 inclusive) is/are listed below:

<u>No. of Shares</u>	<u>Buy/Sell</u>	<u>Date</u>	<u>Price Per Share</u>
30,000	Buy	2003. 11. 20	US\$ 1.77
50,000	Buy	2004. 1. 14	US\$ 1.8
20,000	Buy	2004. 1. 20	US\$ 1.97

(If you require additional space, please write "See Attached" above and attach separate sheet(s) providing the requested information.)

5. During the three years prior to the date of this Certification, Plaintiff has never served, nor sought to serve, as a representative party in a federal securities class action except as listed below:

(Please identify above any class action in which you have served or sought to serve as a representative party.)

6. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of May, 2005, at Toronto, Ontario (city, state).

WEI WANG  
Print Name  
W.W.  
Signature

**CERTIFICATION PURSUANT TO FEDERAL SECURITIES LAWS**

Tom JOHNSON ("Plaintiff"), certifies as follows:

1. Plaintiff has reviewed the Complaint and retains Shepherd, Finkelman, Miller & Shah, LLC ("SFMS") to institute and/or pursue such action on a contingent fee basis pursuant to the terms of the accompanying Retainer Agreement.
2. Plaintiff did not purchase the securities that are the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
3. Plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary. Plaintiff represents that he/she/it fully understands this Certification and the accompanying Retainer Agreement and is duly authorized to execute this Certification.
4. All of Plaintiff's transaction(s) in the Xybernaut Corp. ("XYBR") debt or equity securities that are the subject of this action during the Class Period (between March 27, 2003 and April 8, 2005 inclusive) is/are listed below:

<u>No. of Shares</u>	<u>Buy/Sell</u>	<u>Date</u>	<u>Price Per Share</u>
----------------------	-----------------	-------------	------------------------

(If you require additional space, please write "See Attached" above and attach separate sheet(s) providing the requested information.)

5. During the three years prior to the date of this Certification, Plaintiff has never served, nor sought to serve, as a representative party in a federal securities class action except as listed below:

(Please identify above any class action in which you have served or sought to serve as a representative party.)

6. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 2 day of MAY, 2005, at CHAMPAIGN, IL. (city, state).

Tom JOHNSON  
Print Name  
Tom JOHNSON  
Signature

**Attachment to Certification of Tom Johnson**

<u>No. of Shares</u>	<u>Buy/Sell</u>	<u>Date</u>	<u>Price Per Share</u>
46,000	Buy	12/15/03	\$ 1.64
5,000	Buy	8/04/04	\$ 1.30
26,000	Buy	1/19/05	\$ 1.10
21,000	Buy	2/10/05	\$ 0.98

**CERTIFICATION OF NAMED PLAINTIFF**

I, Michael Taylor, hereby certify that the following is true and correct to the best of my knowledge, information and belief:

1. I have reviewed the complaint (the "Complaint") and would be willing to serve as a lead plaintiff on behalf of the class (the "Class") as defined in the Complaint, including providing testimony at deposition and trial, if necessary.

2. I did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in this private action.

3. My transactions in the securities of Xybernaut Corporation during the Class Period defined in the Complaint are set forth on Schedule A attached hereto.

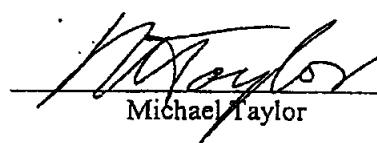
4. During the three years prior to the date of this Certification, I have not sought to serve, nor have I served, as a representative party on behalf of a class in any private action arising under the federal securities laws.

5. I will not accept any payment for serving as a representative party on behalf of the Class beyond my pro rata share of any possible recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 4<sup>th</sup> day of April, 2005.

*May*

  
\_\_\_\_\_  
Michael Taylor

SCHEDULE A - TRANSACTIONS IN XYBERNAUT CORPORATIONPurchases of Xybernaut Corporation

<u>Transaction</u>	<u>Price per share</u>	<u>Date</u>
30,000	.46	4/25/03
40,000	.76	8/8/03
30,000	.73	8/8/03
20,000	2.08	10/16/03
10,000	1.56	11/24/03
15,000	1.91	10/28/03
15,000	2.20	11/6/03
5000	1.26	11/2/04
15,000	1.26	11/2/04
20,000	.83	3/7/05

Sales of Xybernaut Corporation

<u>Transaction</u>	<u>Price per share</u>	<u>Date</u>
80,000	1.4055	3/11/04

## CERTIFICATION PURSUANT TO FEDERAL SECURITIES LAWS

ROBERT A. SCHULTZ ("Plaintiff"), certifies as follows:

1. Plaintiff has reviewed the Complaint and retains Shepherd, Finkelman, Miller & Shah, LLC ("SFMS") to institute and/or pursue such action on a contingent fee basis pursuant to the terms of the accompanying Retainer Agreement.

2. Plaintiff did not purchase the securities that are the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.

3. Plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary. Plaintiff represents that he/she/it fully understands this Certification and the accompanying Retainer Agreement and is duly authorized to execute this Certification.

4. All of Plaintiff's transaction(s) in the Xybernaut Corp. ("XYBR") debt or equity securities that are the subject of this action during the Class Period (between May 10, 2002 and April 8, 2005 inclusive) is/are listed below:

<u>No. of Shares</u>	<u>Buy/Sell</u>	<u>Date</u>	<u>Price Per Share</u>
<i>See Attached</i>			

(If you require additional space, please write "See Attached" above and attach separate sheet(s) providing the requested information.)

5. During the three years prior to the date of this Certification, Plaintiff has never served, nor sought to serve, as a representative party in a federal securities class action except as listed below:

(Please identify above any class action in which you have served or sought to serve as a representative party.)

6. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10<sup>th</sup> day of June, 2005, at Houston, TX (city, state).

ROBERT A. SCHULTZ  
 Print Name  
Robert A. Schultz  
 Signature

## Stock Balance Record

Name Xybemaut Corporation	Symbol XYBR	TRANS. DATE	REF.	UNITS BALANCE	UNIT PRICE	BROKER FEE	SEC FEE	COST	BALANCE
		08/19/03	01273945381	5,000	\$2.10000	\$ 10.99		\$ 10,510.99	\$ 10,510.99
		09/25/03	01279473518	5,000	10,000	2.11000	10.99	10,560.99	21,071.98
		09/26/03	01281073163	10,000	20,000	1.80000	10.99	18,010.99	39,082.97
		11/21/03	01335744956	9,000	29,000	1.71000	10.99	16,426.99	55,509.98
		11/21/03	01335744855	400	30,000	1.70880		683.56	56,193.52
		12/04/03	01347440019	6,000	35,000	1.65000	10.99	8,260.99	64,454.51
		12/18/03	01362382448	4,000	39,000	1.62000	10.99	6,490.99	70,945.50
		03/11/04	01469995261	11,000	60,000	1.40000	10.99	15,410.99	86,358.49
		06/09/04	01555440051	5,000	55,000	1.57000	10.99	7,860.99	84,217.48
		03/29/05	01850262784	3,500	58,500	0.48000	10.99	1,725.99	85,943.47